

RECORDATION NO. 26491-E FILED

AUG 28 '06 11:02 AM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

August 28, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice, dated as of August 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26491 and changes the date of August 9, 2006 to August 29, 2006, wherever it appears in such documents.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: U.S. Bank Trust National Association  
225 Asylum Street, 23rd Floor  
Hartford, CT 06103

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131-2828

Indenture Trustee: Wells Fargo Bank Northwest, National  
Association  
299 South Main Street, 12th Floor,  
MAC: U1228-120,  
Salt Lake City, UT 84111,

Mr. Vernon A. Williams  
August 28, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

There is no new or additional equipment associated with this filing.

A short summary of the document to appear in the index is:

Notice.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

AUG 28 '06 11-02 AM

SURFACE TRANSPORTATION BOARD

August 28, 2006

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

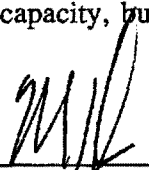
Re: BNSF Railway Company  
Leveraged Lease Financing  
BNSF 2006-Q  
Recordation Number 26491

Dear Mr. Williams:

Notice is hereby given by each of the parties hereto that the date of August 9, 2006 referenced in the transmittal letters and each of the Memorandum of Equipment Lease Agreement (BNSF 2006-Q), the Memorandum of Trust Indenture and Security Agreement (BNSF 2006-Q), the Memorandum of Lease Supplement No. 1 (BNSF 2006-Q), the Memorandum of Trust Indenture Supplement No. 1 (BNSF 2006-Q) and the Memorandum of Lease Assignment (BNSF 2006-Q) filed with the Board on August 7, 2006 under Recordation Numbers 26491, 26491-A, 26491-B, 26491-C and 26491-D, respectively, has been changed to August 29, 2006.

Sincerely,

U.S. BANK TRUST NATIONAL ASSOCIATION, not in  
its individual capacity, but solely as Owner  
Trustee

By   
Name: Michael M. Hopkins  
Title: Vice President

Executed on this 24 day of August, 2006.

BNSF RAILWAY COMPANY

By \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this \_\_\_\_ day of August, 2006.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President

Executed on this \_\_\_\_ day of August, 2006.


Sincerely,

U.S. BANK TRUST NATIONAL ASSOCIATION, not in  
its individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name: Michael M. Hopkins  
Title: Vice President

Executed on this \_\_\_\_ day of August, 2006.

BNSF RAILWAY COMPANY

By  \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this 24<sup>th</sup> day of August, 2006.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President

Executed on this \_\_\_\_ day of August, 2006.

Sincerely,

U.S. BANK TRUST NATIONAL ASSOCIATION, not in  
its individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name: Michael M. Hopkins  
Title: Vice President

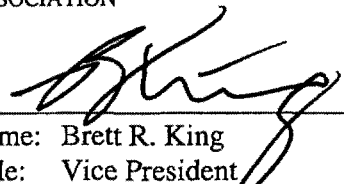
Executed on this \_\_\_\_ day of August, 2006.

BNSF RAILWAY COMPANY

By \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this \_\_\_\_ day of August, 2006.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By  \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President

Executed on this 24<sup>th</sup> day of August, 2006.

STATE OF CONNECTICUT     )  
                                      )  
COUNTY OF HARTFORD     )     SS:

On this, the 21 day of August, 2006, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on August 21, 2006 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally  
Name:  
Notary Public  
My Commission Expires:  
Residing in VERNON, Connecticut

SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 2010

STATE OF TEXAS     )  
                                      )  
COUNTY OF TARRANT     )     SS:

On this \_\_\_\_ day of August, 2006, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on August \_\_\_\_, 2006, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public --  
My Commission Expires:  
Residing in

(SEAL)

STATE OF CONNECTICUT     )  
                                      )  
COUNTY OF HARTFORD     )     SS:

On this, the \_\_\_\_ day of August, 2006, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on August \_\_\_\_, 2006 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF TEXAS     )  
                                      )  
COUNTY OF TARRANT     )     SS:

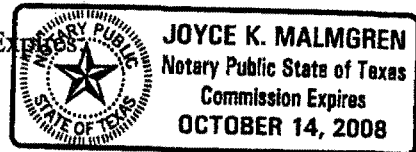
On this 24<sup>th</sup> day of August, 2006, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on August 24, 2006, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

(SEAL)

Joyce K. Malmgren  
Name:

Notary Public -  
My Commission Expires  
Residing in  
Tarrant  
County, TX.



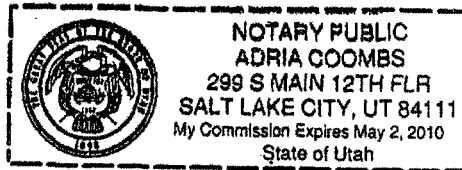


STATE OF UTAH                    )  
  )       SS:  
COUNTY OF SALT LAKE        )

On this, the 24<sup>th</sup> day of August, 2006, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on August 21, 2006 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Adria Coombs  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

8/28/06



\_\_\_\_\_  
Robert W. Alvord